

TRANSFORM MEDICAL GROUP (CS) LIMITED

Elective Resolution

Minutes of a meeting of Shareholders held at Lynwood, Green Walk, Bowdon, Altrincham, Cheshire on Friday, 18th July 1997 - To propose an elective resolution.

Present:	Mr J M Ryan	(Director & Chairman)
	Mr D J Cooper	(Director)
	Mr N J Curry	(Secretary)

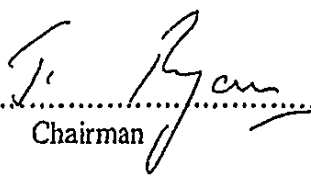
Mr J M Ryan was elected Chairman of the meeting and it was agreed that the required quorum was present.

Proposed

It was proposed that under Section 366a of the 1989 Companies Act an Elective Resolution be passed to dispense with the requirement to hold "Annual General Meetings" and therefore dispense with the requirement to lay the Annual Directors Report and Accounts before the Annual General Meeting as required in the Companies Memorandum and Articles of Association.

Resolved

It was unanimously resolved that under Section 366a of the 1989 Companies Act that an Elective Resolution be passed for the Company to cease holding an Annual General Meeting and therefore dispense with the requirement to present Annual Directors Reports and Accounts at that meeting. It was agreed that this would become effective from 1997 and that the Company Secretary would file a copy of this minute and Elective Resolution with the Registrar.

Signed..........
Chairman

